

RESOLUTION OF BOARD OF DIRECTORS OF KPMG LLP

Upon motion duly made, seconded and unanimously carried by the affirmative vote of all the Directors present, the following resolutions were adopted at a telephonic meeting held on August 26, 2005:

WHEREAS, KPMG LLP (the "Firm") has been engaged in discussions with the United States Attorney's Office for the Southern District of New York (the "Office") in connection with an investigation being conducted by the Office into activities of certain tax partners and employees of the Firm relating to the development, promotion and implementation of tax shelters;

WHEREAS, the Firm has been engaged in discussions with the Internal Revenue Service (the "IRS") in connection with an examination of the Firm's liability for penalties for the failure to register tax shelters and related matters;

WHEREAS, the Board of Directors of KPMG has determined that it is in the best interests of the Firm to enter into the deferred prosecution agreement and the closing agreement, each of which the Board of Directors has reviewed with outside counsel representing KPMG;

NOW THEREFORE BE IT RESOLVED that the Board of Directors of KPMG consents to the resolution of the discussions with the Office and the IRS by entering into the deferred prosecution agreement and the closing agreement in substantially the same form as reviewed by the Board of Directors and as attached hereto as Exhibits A and B; and

BE IT FURTHER RESOLVED THAT the Board of Directors of KPMG authorizes management and outside counsel representing KPMG from Skadden, Arps, Slate, Meagher & Flom LLP to execute the deferred prosecution agreement and the closing agreement on behalf of the Firm and to take any and all other actions as may be necessary or appropriate, and to approve the forms, terms, or provisions of any agreements or other documents as may be necessary or appropriate to carry out and effectuate the purpose and intent of the foregoing.